

Town of North Hempstead Solid Waste Management Authority **Audit Committee Charter**

This Audit Committee Charter was adopted by the Board (the “Board” or the “Board of Directors”) of The Town of North Hempstead Solid Waste Management Authority (the “Authority”), a public benefit corporation established under the laws of the State of New York, on this 8th day of March 2011.

Section 1. Purpose

Pursuant to Article III, Section 10 of the Authority’s By-Laws, the purpose of the audit committee shall be to (a) assure that the Authority’s Board fulfills its responsibilities for the Authority’s internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (b) provide an avenue of communication between management, the independent auditors, the internal auditors, and the Board.

Section 2. Powers of the Audit Committee

It shall be the responsibility of the audit committee to:

- A. Oversee the work of any public accounting firm employed by the Authority.
- B. Conduct or authorize investigations into any matters within its scope of responsibility.
- C. Seek any information it requires from Authority employees, all of whom should be directed by the Board to cooperate with committee requests.
- D. Meet with Authority staff, independent auditors or outside counsel, as necessary.

The Board will ensure that the audit committee has sufficient resources to carry out its duties.

Section 3. Composition of Committee and Selection of Members

The membership of the committee shall be as set forth in accordance with and pursuant to Article III, Section 10 of the Authority’s by-laws. The audit committee shall be comprised of at least three independent members of a seven member committee, some or all of which may be Members of the Board. The Board will appoint the audit committee members and the audit committee chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be elected or appointed and qualified.

Audit committee members shall be prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority. In addition, audit

committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the Authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

Ideally, all members on the audit committee shall possess or obtain a basic understanding of governmental financial reporting and auditing.

The audit committee shall have access to the services of at least *one financial expert*; whose name shall be disclosed in the annual report of the Authority.

The audit committee's financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience in preparing or auditing financial statements of comparable entities; 3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; 4) experience with internal accounting controls; and 5) an understanding of audit committee functions.

Section 4. Committee Structure and Meetings

The audit committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Members of the audit committee are expected to attend each committee meeting, in person or via telephone or videoconference. The audit committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

The audit committee will meet with the Authority's independent auditor at least annually to discuss the financial statements of the Authority.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The audit committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Section 5. Responsibilities

The audit committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the Authority's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; (d) special investigations and whistleblower policies; and (e) miscellaneous issues related to the financial practices of the Authority.

A. Independent Auditors and Financial Statements

The audit committee shall:

- (1) Oversee independent auditors retained by the Authority.
- (2) Establish procedures for the engagement of the independent auditor to provide permitted audit services.
- (3) Review and approve the Authority's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- (4) Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- (5) Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
- (6) Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Auditors

The audit committee shall:

- (1) Review with management and the internal audit director, the charter, activities, staffing and organizational structure of the internal audit function.
- (2) Ensure that the internal audit function is organizationally independent from Authority operations.
- (3) Review the reports of internal auditors, and have Authority to review and approve the annual internal audit plan.
- (4) Review the results of internal audits and approve procedures for implementing accepted recommendations of the internal auditor.

C. Internal Controls, Compliance and Risk Assessment

The audit committee shall:

- (1) Review management's assessment of the effectiveness of the Authority's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

D. Special Investigations

The audit committee shall:

- (1) Ensure that the Authority has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the Board Members, officers, or employees of the Authority or any persons having business dealings with the Authority or breaches of internal control.
- (2) Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
- (3) Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation.

E. Other Responsibilities of the Audit Committee

The audit committee shall:

- (1) Obtain any information and training needed to enhance the committee members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
- (2) Review the committee's charter annually, reassess its adequacy, and recommend any proposed changes. The audit committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.
- (3) Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter.